

## Connect42 Inc Board Charter & Procedures

### Part A – Board Charter

#### 1. Introduction

This Board Charter provides a summary of the role of the Board in the structure and operations of Connect42 Inc (**Connect42**).

The Board is constituted and empowered pursuant to the *Associations Incorporation Act* and Connect42's Constitution.

In carrying out its responsibilities and exercising its powers, the Board recognises, at all times its overriding responsibility to act in accordance with its legal and regulatory responsibilities and with the highest standards of integrity, fairness, respect and ethical conduct in meeting its Constitutional objects.

#### 2. Purpose

The Board acts in accordance with the Objects of Connect42 which are that Connect42 will provide speech pathology and educational services which fill the gaps for persons with specific language, social communication and learning disabilities and/or disadvantages, by providing theoretically well-founded interventions, and supporting therapists and educators to implement these approaches. In particular, its work will centre on literacy, and the language, social communication and relationship precursors to literacy development. In support of this, its objects include:

- a) To train educators in theoretically supported methodology for remediation of specific language, social communication and learning disabilities and disadvantages.
- b) To provide affordable long term, intensive, systematic, theoretically sound and sustainable remediation to persons with specific language, social communication and learning disabilities and disadvantages, in order to bring their skills in communication and literacy up to their potential.
- c) To make trained personnel, who are able to administer such remediation, available to various public, private and non-government institutions and facilities which support persons with specific language, social communication and learning disabilities and disadvantages.

- d) To be recognised by educational institutions (including schools, TAFE, Universities, youth justice facilities and any other professional learning organisations), educators and other public, private and non-government institutions in Tasmania as a source of theoretically sound professional development and support for intervention for persons with specific language, social communication and learning disabilities and disadvantages.
- e) To develop theoretically sound and affordable resources that can be used in the interventions for persons with specific language, social communication and learning disabilities and disadvantages.
- f) To develop a state-wide service that supports rural populations as well as urban populations.
- g) To seek benevolent funding to support families, educational institutions and other public, private and non-government institutions to provide the indicated interventions.

### 3. Values and Code of Conduct

Connect42 has at its core the following values which are integral to how all persons associated with it operate, including the Board, volunteers, employees and contractors:

- awareness of emotional regulation and willingness to continually build skill in it;
- valuing of diversity;
- respect and consideration for all others;
- humility, non-judgment, care and compassion;
- fine manners, honest charm, and gratitude.

Connect42 has also developed a Code of Conduct with the following principles which apply to employees and Board members of Connect42:

- Acting with honesty and integrity
- Acting with professionalism
- Acting in accordance with the law and policies and procedures
- Avoiding Specific Illegal or Dangerous Conduct
- Declaring and avoiding Conflicts of Interest
- Respect privacy and do not misuse information
- Corporate and personal responsibility

### 4. Governance framework

The Connect42 Board is committed to compliance with all aspects of the organisation's Governance framework relevant to its role. This Governance framework comprises:

- its Constitution;
- the *Associations Incorporation Act (Tas)*;
- the *Australian Charities and Not for Profit Commission Act and Regulations*;
- internal Governance Policies approved from time to time;
- all other relevant laws.

## 5. Board Purpose and Role

### 5.1 The Board –

- a) is to control and manage the business and affairs of Connect42; and
- b) may exercise all the power and perform all the functions of Connect42, excluding those powers and functions that are required by the Constitution or the law to be exercised by general meetings of members of the Association; and
- c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of Connect42.

### 5.2 The Board is responsible for governing the activities of Connect42. The Board:

- a) governs in accordance with the requirements of Connect42's Governance Framework (as outlined in section 4 above);
- b) provides leadership for Connect42 within a framework of prudent and effective controls that enable risks to be assessed and managed;
- c) ensures that Connect42 obligations to persons who provide funding, make donations, gifts and bequests, and other stakeholders are understood and met;
- d) provides input into the development, and approving and monitoring the implementation, of the strategic direction of Connect42;
- e) approves the annual budget and other performance indicators and monitors the Association's performance against them on a regular basis;
- f) reviews and approves the annual financial reports and any significant changes to accounting policies;
- g) oversees reporting to Members and ensures that all regulatory requirements are met;
- h) reviews and approves Connect42's system of corporate governance, including corporate governance policies, formation of Board sub-committees (where necessary) and approval of their charters, and monitoring their effectiveness;
- i) ensures that Connect42 complies with the law and the highest standards of ethical and organisational behaviour, and that policies on key issues are in

place;

- j) monitors Board members' interests and manages potential conflicts of interest;
- k) appoints and removes the Key Employee and if there is no such person appoints all contractors and approves all service agreements;
- l) ensures that appropriate human resources and remuneration/payment is in place (where relevant);
- m) ensures that proper risk management systems and internal controls are in place, and reviews material risk exposures and the steps taken to monitor, control and report such exposures.

5.3 In addition to matters expressly required by law to be approved by the Board, the powers reserved for the Board are as follows:

- Connect42 membership issues such as expulsion and suspension of a member;
- Establishment of Board Committees and approval of their Charters;
- The appointment and removal of any Key Employee or where there is not one, approval of contractors and key service contract agreements;
- Approval all Policies, or Board approved policies where a Key Employee has operational policy responsibilities in accordance with the policy framework;
- Delegation to any Key Employee and the scope and limitations of those delegations;
- Specific delegation to the Board Chair, individual Board members, and the scope and limitations of those delegations including in this Charter;
- Approval of Connect42's strategic plan and operational expenditure budget;
- Approval of Connect42's Annual Financial Statements and Annual Report;
- Merger and acquisition processes;
- Recommendation to Members on the appointment of the Auditor (if required);
- Long-term and/or strategic contracts;
- Long-term and/or strategic property (real and intangible) acquisition, disposal or leasing/licensing of assets and other property;
- All elements of the Connect42's Governance Framework such as those noted above and its compliance and risk approach;
- Monitoring Connect42's overall performance.

## 6. Board Membership

The number of Board members, manner of appointment, term of appointment and circumstances for removal or a vacancy are as set out in rules 20, 21, 22 and 23 of the Constitution.

## 7. The Chair

7.1 The Members must elect a Chair as Connect42's Chairperson at each AGM.

7.2 The Chair provides an encouraging atmosphere in which the talents, and capacities of the Board members are identified, developed and put to the service of Connect42.

7.3 The Chair's leadership responsibilities include:

7.3.1 Role-modelling the values and behaviours and desired culture of Connect42 at all times both internally and externally;

7.3.2 Facilitating Board meetings and strategic planning sessions of the Board;

7.3.3 Being the primary point of contact between the Board and the Founder and if applicable the Key Employee between Board meetings and being kept fully informed of all matters of material interest to the Board;

7.3.4 Ensuring all Board members are briefed on material matters arising at or between Board meetings;

7.3.5 Ensuring the Board comes to clear conclusions or gives clear direction at Board meetings and that these decisions and directions are properly recorded in the Minutes;

7.3.6 Ensuring the Board's decisions are implemented through regular contact with the Founder and if applicable the Key Employee;

7.3.7 Promoting an environment of trust, respect, constructive challenge and openness to ensure consultative and constructive relationships between the Board and the Founder and if applicable the Key Employee;

7.3.8 Leading the process for, if applicable, the Key Employee's annual performance review and consideration of achievement or non-achievement of performance targets (if applicable) in conjunction with other Board Members as required by the Board;

7.3.9 Providing personal support to the Founder and if applicable the Key Employee in fulfilling Connect42's strategic and business plans and identifying professional development needs and opportunities as part of 7.3.8);

7.3.10 Representing Connect42 in developing high level relationships with Connect42's stakeholders as identified by the Board with the Founder and if applicable the Key Employee;

7.3.11 Representing Connect42 at key stakeholder events and as otherwise required

from time to time;

- 7.3.12 Being the key point for public comment on behalf of Connect42 along with the Founder and acting within any other delegations of authority provided by the Board.

## **8. Duties of Individual Board members**

A Board Member must comply with their duties as Board members under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- 8.1.1 exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association;
- 8.1.2 act in good faith in the best interests of Connect42 and to further the Purposes of Connect42;
- 8.1.3 not to misuse their position as a Board member;
- 8.1.4 not to misuse information they gain in their role as a Board member
- 8.1.5 to disclose any perceived or actual material conflicts of interest in the manner set out in the Constitution;
- 8.1.6 to ensure that the financial affairs of Connect42 are managed responsibly; and
- 8.1.7 not to allow Connect42 to operate while it is insolvent.

## **9. Expectations of Board members in the Board Process**

- 9.1 A Board member will, in good faith, behave in a manner that is consistent with Connect42's Values and generally accepted principles and procedures for the conduct of meetings at all meetings of the Board and Board Sub-Committees. This will include, but is not limited to:
- (a) Acting in a professional manner;
  - (b) Demonstrating reasonableness in decision making and contributing specific expertise as appropriate;
  - (c) Undertaking diligent analysis of proposals placed before the Board including asking reasonable questions as appropriate;
  - (d) Constructively challenging and contributing to development of strategy;
  - (e) Acting in accordance with Connect42's policies and procedures;
  - (f) Using judgement, common sense and tact when discussing issues; and
  - (g) Ensuring others are given a reasonable opportunity to put forward their views.

## 9.2 Board members are expected to:

- (a) Attend all meetings of the Board and Sub-Committees of which they are a member, noting that a failure to attend three consecutive Board meetings without approval of the Board will end their Board membership;
- (b) Be forthright and respectful in Board meetings and have a duty to question, request information, raise any issue and cast their vote on any resolution according to their own decision; and
- (c) Support the letter and spirit of Board decisions in discussions with any person;
- (d) Seek leave at the conclusion of the preceding Board meeting if unable to attend the next meeting or if it is an unplanned absence notify the Chair as soon as possible prior to the meeting.

## 10. Role of the Founder

### 10.1 The role of the Founder is to:

- (a) promote the interests of Connect42 and identify and bring opportunities to the Board for Connect42;
- (b) with the Chair, represent Connect42 in developing high level relationships with Connect42's stakeholders as identified by the Board or Key Employee;
- (c) represent with the Chair, other Board members and/or Key Employee, Connect42 at key stakeholder events and as otherwise required from time to time;
- (d) be the key point for public comment on behalf of Connect42 along with the Chair;
- (e) discuss and liaise with the Key Employee and other staff, and where appropriate the Chair, on activities and engagements prior to their occurrence;
- (f) report to the Board each meeting in writing and in person (when practicable) on prior month activities and engagements and proposed future program and funding opportunities and strategies;
- (g) be available in person for donor, funder and relationship engagement (including without limitation with philanthropic, government and private donors and organisations).

## 11. Role of the Key Employee

### 12.1 The Board may appoint a person to be the most senior employee of Connect42 (**Key Employee**) to undertake such duties as the Board members shall determine from time to time and subject to the terms of that person's employment agreement, may suspend or dismiss them.

**12.2 The obligations of the Key Employee may include:**

- (a) promote the interests and further the development of Connect42;**
- (b) manage the administrative, financial, operational and other business of Connect42; and**
- (c) supervise and manage any staff and contractors of Connect42;**
- (d) manage and direct Connect42 to meet the objects set out in its Constitution;**
- (e) ensure Connect42 achieves its goals and priorities in accordance with the strategic plan, policies, programs and performance requirements approved by the Board.**

**12.3 The responsibilities of the Key Employee (when applicable) as they relate to the Board may include:**

- (a) Acting within the authority delegated to them by the Board as expressed in any delegations documents;**
- (b) The day-to-day management of Connect42 including the effective operation of systems for managing risk, internal control and reporting;**
- (c) Providing leadership to any staff or contractors to achieve all targets within agreed risk, governance, cultural and financial parameters;**
- (d) Ensuring a safe workplace for all workers and providing documented assurance to the Board in this respect;**
- (e) Establishing a strong working relationship with the Board and in particular the Chair;**
- (f) Providing an effective conduit between the Board and staff to promote mutual understanding of roles, objectives and performance expectations;**
- (g) Developing, with Board approval, and implementing with staff, Connect42's strategies, business plans, projects, major policies and financial targets to meet Connect42's objectives;**
- (h) Negotiating the terms and conditions of appointment of all staff in accordance with the relevant, approved policies;**
- (i) Fostering a culture that aligns with policies, promotes good corporate governance and the highest degree of ethics and probity;**
- (j) Maintaining primary contact and developing relationships with key stakeholders including government, funding bodies, media and regulatory representatives; and**
- (k) Ensuring that the Chair is appropriately informed, particularly initiating timely reporting where a material risk arises.**



## 12. Sub-Committees

- 12.1 The Board may discharge any of its responsibilities through Sub-committees to which it has delegated powers and functions as per rule 26 of its Constitution (Sub-Committees). The Board will determine the mandate, term and membership of each Committee via a Charter.
- 12.2 The Constitution establishes the Executive Sub-committee which comprises the Chair, Deputy-Chair and Treasurer. The Executive Committee may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board. The Executive Committee is to report on any instructions issued under this rule 27 of the Constitution to the next meeting of the Board.
- 12.3 The Board has not as yet established any permanent or temporary Sub-Committees however these principles are outlined for future guidance.
- 12.4 Sub-Committees must exercise powers in accordance with directions of the Board and acts will be deemed to have been exercised by the Board.
- 12.5 Where the Sub-Committees delegated authority is to 'recommend' a course of action to the Board, the recommendation will be made formally to the Board at the next Board meeting where practicable.
- 12.6 The Board will appoint Board members and non-Board members with appropriate expertise to Sub-Committees as it sees fit after consultation about relevant skills and experience. The Board will determine who will be the Chair of each Sub-Committee.
- 12.7 Where Sub-Committees exist, members of Sub-Committees will be appointed annually as the Board reconsiders its roles. If resignations occur mid-year the Board will reconsider replacements as and when required.
- 12.8 Non-Board members appointed to Sub-Committee will sign an agreement with Connect42, noting their obligations including that of Confidentiality. This agreement will also note that they do not have duties as officers under the Act.
- 12.9 The Chair of the Board must not be the Chair of any permanent Sub-Committee with the exception of the Executive Committee and as otherwise approved by the Board. However, the Board cannot approve the Chair of the Board also being the Chair of a Committee which has powers relating to overseeing the finances of Connect42 and related matters.
- 12.10 Board members who are not Sub-Committee members are entitled to receive papers for and/or attend any Sub-Committee meeting as a guest.
- 12.11 The Chair will be an ex officio member of all Sub-Committees and will receive papers, agenda and minutes of all Sub-Committees but is not expected to attend all Sub-Committee meetings.
- 12.12 The roles, responsibilities and delegated powers of the Sub-Committees are to be contained within their respective charters. These are to be reviewed annually by the

Board and amended where appropriate.

- 12.13 Sub-Committees may nominate the Key Employee or other staff as standing invitees to their meetings and invite any other persons as considered appropriate.
- 12.14 A person will be appointed to each Sub-Committee to prepare minutes and actions and will provide all other information requested by the Sub-Committee.
- 12.15 Sub-Committees will report to the Board on business conducted by them via the Sub-Committee Chair and by placing Sub-Committee Minutes in the next Board meeting papers. The Sub-Committee Chair may also table specific agenda items where they are recommended for the approval of the Board.
- 12.16 Sub-Committees will report on their performance to the Board annually and prepare any reports requested by the Board such as a report on meeting attendance, responsibilities and activities.

### **13. Independent professional advice and access to information**

- 13.1 With the consent of the Chair, the Board and its Sub-Committees may seek advice from independent experts in order to fulfill their role, at the expense of Connect42, whenever it is considered appropriate.
- 13.2 Each Board member has the ability to access Connect42 information relevant to their role and to discuss matters with, if applicable, the Key Employee, according to protocols established by the Chair.

### **14. Conflicts of interest**

- 14.1 Each Board Member must declare their interests and any conflicts as a standing item for each Board meeting.
- 14.2 A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association or has any other actual, perceived or potential conflict in relation to any item relevant to Connect42 whatsoever (whether it be personal or business related) is to disclose the this–
  - (a) at the first meeting of the Board at which the contract or arrangement or other matter causing a conflict is first considered, if the interest or conflict then exists; or
  - (b) in any other case, at the first meeting of the Board after the acquisition of the interest or other matter causing a conflict arises.
- 14.3 A member of the Board is not to be present, receive papers or vote as a member of the Board in respect of any contract or arrangement or matter in which they are interested or have a conflict.
- 14.4 The disclosure of an interest or a conflict of interest by a Board Member must be

recorded in the minutes of the meeting.

## 15. Assessment of Performance

- 15.1 The Board and its Sub-Committees will undertake an annual performance evaluation or discussion (which may be of individual members and/or collectively) as is determined appropriate with a view to continuing improvement. The outcomes of the reviews will be discussed by the Board.

## **Part B - Board & Committee Procedures**

### **1. Meetings**

- 1.1 Board and Sub-Committee meeting dates will be set at the conclusion of each calendar year for the following year and once set Board members will be taken to have received notice of each of these meetings. All Board members are expected to attend each meeting. Board members unable to attend a meeting must seek a leave of absence for that meeting.
- 1.2 Each Board meeting is to have a structured agenda approved by the Chair to ensure that there is an appropriate amount of time spent on strategic and policy issues, corporate governance and monitoring of Connect42 performance. Where employees are engaged time must also be spent to consider workplace safety and health.
- 1.3 Time is to be allowed at each meeting to provide any updates to the information provided in the papers and Board members are to be encouraged to ask any questions they may have in relation to the issues being discussed.
- 1.4 A standing invitation to attend Board meetings exists for (if applicable) the Key Employee. Other persons from time to time invited by the Chair after consultation with the Board for the purpose of reporting or advising on agreed matters.
- 1.5 From time to time the Board may choose to meet without the Key Employee or other staff or contractors present.
- 1.6 Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board. Business is not to be transacted unless a quorum is present.
- 1.7 Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 1.8 The Board will aim to make decisions by consensus. If necessary, matters may be put to a vote via a show of hands and if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines. If there is an equality of votes on any question, the person presiding has a second or casting vote. In cases in which the person presiding stands out due to an interest in any contract or arrangement the person who takes over presiding has a second or casting vote.
- 1.9 Although decisions may be made by circular resolution this is not the preferred method for decision making.

- 1.10 If a circular resolution is necessary a resolution will be considered to be passed by the Board, if it is signed or otherwise agreed by all Board members entitled to vote on the resolution.
- 1.11 At the conclusion of discussions of 'for decision' or 'for noting' papers the proposed resolution will either be passed as is, amended and passed, or rejected.

## **2. Meeting Papers**

- 2.1 All Board decisions are to be informed by a Board paper to ensure the appropriate information is provided to enable the Board to make the best decision. Each Board paper will meet any Board Paper guidelines issued by the Chair. A draft resolution is to be proposed in each paper by the author whenever a decision is requested of the Board or a matter is to be noted by the Board.
- 2.2 Board papers will be provided to Board members at least [five] working days prior to a meeting, in a manner approved by the Chair.
- 2.3 The Key Employee will keep a final and complete version of each Board and Sub-Committee paper pack and any other information submitted to the meeting in a secure location for at least seven years after the meeting occurs.
- 2.4 Where papers considered by a Sub-Committee are subsequently recommended for the approval of the Board they will be included in the Board paper pack along with a covering paper containing the Sub-Committee's recommendation and any further necessary information to assist the Board.

## **3. Minutes**

- 3.1 Board and Sub-Committee Minutes of Connect42 will record accurately the information submitted, the decisions, the matters noted and all requested actions and be sufficient to demonstrate that the Board and Sub-Committee members have met their duty of care and diligence.
- 3.2 Draft Board Minutes will be prepared by the Key Employee and circulated to the Board Chair within a week of the meeting.
- 3.3 After the Chair's comments have been incorporated, the Minutes will be circulated promptly by the Key Employee or their delegate to the remaining Board members for their review and to give feedback to the Chair, and the Key Employee before the subsequent Board meeting.
- 3.4 After the Chair has reviewed the Minutes they will be placed unsigned into Sharepoint.
- 3.5 Any comments on the draft minutes received in accordance with 3.3 will be raised

for discussion by the Board members at the next Board Meeting when the Minutes will be included in the papers and considered for confirmation and signing.

- 3.6 After the Board has confirmed the Minutes at their next meeting, the Chair of that next meeting will sign them and the signed Minutes will be scanned and recorded in the document management system and the hard copy placed in a location where all original Minutes are kept.

#### **4. Sub-Committees**

- 4.1 All procedures and processes outlined in this document and the Constitution for the Board will also apply to the Sub-Committees with appropriate substitution of terminology.